

RECORDATION NO. 21675-00 FILED

JAN 27 '11 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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January 27, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated September 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21675.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC II 98-A Railcar Trust  
c/o Wilmington Trust Company  
1100 North Market  
Wilmington, DE 19890

Indenture Trustee: U.S. Bank National Association (successor to  
State Street Bank and Trust Company)  
One Federal Street, 3rd Floor  
Boston, MA 02110

Chief  
Section of Administration  
January 27, 2011  
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A description of the railroad equipment covered by the enclosed document  
is:

1 railcar RELEASED: GACX 7579.

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a checkmark to the left.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 27 '11 -10 00 AM

BILL OF SALE AND PARTIAL RELEASE**SURFACE TRANSPORTATION BOARD**

GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 007579 (the "Unit") "AS IS," "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Unit), other than a warranty against Lessor's Liens as (defined in Appendix A to the Lease), and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for the Unit under the Lease has terminated as of the date hereof; provided, however, that in accordance with the terms of the Lease the Lessee shall remain liable to pay when due all rent accrued with respect to the Unit prior to the date hereof

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.


Dated: September 15, 2010

GARC II 98-A Railcar Trust

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:

Title:

  
Financial Services Officer

U.S. Bank, National Association, as successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Indenture Trustee

By:

Title:

\_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 007579 (the "Unit") "AS IS," "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Unit), other than a warranty against Lessor's Liens as (defined in Appendix A to the Lease), and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for the Unit under the Lease has terminated as of the date hereof; provided, however, that in accordance with the terms of the Lease the Lessee shall remain liable to pay when due all rent accrued with respect to the Unit prior to the date hereof

U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

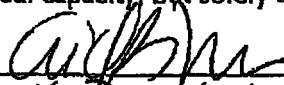
Dated: September 15, 2010

GARC II 98-A Railcar Trust

By: Wilmington Trust Company, not in its  
Individual capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Bank, National Association, as successor to  
State Street Bank and Trust Company, not in its  
Individual capacity, but solely as Indenture Trustee

By:   
Title: Vice President

State of Delaware )  
 ) SS:  
County of New Castle )

On the 13 day of October, 2010, before me personally appeared Jacqueline Stone to me known, who being by me duly sworn, say that he/she is a Director of ARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

Lisa A. Pittaccio  
Notary Public

LISA A. PITTACCIO  
Notary Public - State of Delaware  
My Comm. Expires May 10, 2011

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_\_ day of \_\_\_\_\_, 2010, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. Bank, National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Delaware )  
 ) SS:  
County of New Castle )

On the \_\_\_\_ day of \_\_\_\_\_, 2010, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

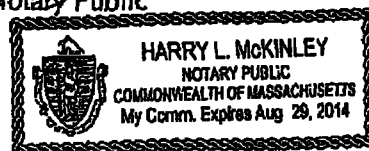
State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 25 day of January, <sup>2011</sup>~~2010~~, before me personally appeared Albert D. B. Nadeau, to me known, who being by me duly sworn, says that he/she is a Vice President of U.S. Bank, National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/27/11



\_\_\_\_\_  
Robert W. Alvord